

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF MASSACHUSETTS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Hawthorne Food Company

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 83-0817019

4. Debtor's address Principal place of business

117 Beaver Street, Suite 100
Waltham, MA 02452

Number, Street, City, State & ZIP Code

Middlesex
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor Hawthorne Food Company Case number (if known) _____
Name

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?
If more than 2 cases, attach a separate list.

- ☒ No.
☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	Case number, if known	_____

Debtor Hawthorne Food Company
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☒ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor Hawthorne Food Company
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 18, 2024
MM/DD/YYYY

X William C Deacon
Signature of authorized representative of debtor

William Deacon
Printed name

Title CEO

18. Signature of attorney

X Lee Harrington
Signature of attorney for debtor

Date October 18, 2024
MM/DD/YYYY

Lee Harrington

Printed name

Ascendant Law Group, LLC
Firm name

2 Dundee Park Drive
Suite 102
Andover, MA 01810
Number, Street, City, State & ZIP Code

Contact phone 617-840-2755

Email address lh@ascendantlawgroup.com

MA 643932

Bar number and State

**ACTION BY UNANIMOUS CONSENT IN WRITING
IN LIEU OF A MEETING OF
THE BOARD OF DIRECTORS
OF
HAWTHORNE FOOD COMPANY**

Effective as of October 15, 2024

The undersigned, constituting all of the members of the Board of Directors ("Board") of Hawthorne Food Company, a Delaware corporation ("Company"), by written consent, pursuant to the authority contained in Section 141(f) of the General Corporation Law of the state of Delaware, without the formality of convening a meeting, do hereby adopt and approve the following resolutions:

1. Approval of Chapter 11 Bankruptcy.

WHEREAS, after due consideration, the Board believes it is desirable and in the best interest of the Company, and in the best interests of its creditors and other interested parties, that voluntary petitions be filed by the Company seeking relief under the provisions of Chapter 11 of title 11, United States Code (the "Chapter 11 Case"), 11 U.S.C. §§101 et seq. (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that Michael Wyse, the Chief Restructuring Officer of the Company (the "Chief Restructuring Officer"), and any and all other officers of the Company, as applicable, that are otherwise authorized by the Chief Restructuring Officer (collectively, the "Authorized Signatories") be, and each of them hereby are, authorized and empowered, on behalf of and in the name of the Company, to commence a Chapter 11 Case for the Company by executing and filing voluntary petitions for relief in the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court") at such time as the Chief Restructuring Officer shall determine, and it is further

RESOLVED, that the Authorized Signatories be, and each of them hereby are, authorized, on behalf of and in the name of the Company, to execute and file all petitions, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Signatories be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain the law firm of Ascendant Law Group LLC as bankruptcy and reorganization counsel to the Company in the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Signatories be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain Wyse Advisors as financial advisor to the Company in connection with the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Signatories be, and each of them hereby are, authorized and directed, on behalf of and in the name of the Company, to retain Epiq Systems as claims, noticing, solicitation, and administrative agent to the Company in connection with the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Signatories, be, and each of them hereby are, authorized and empowered, on behalf of and in the name of the Company, to retain and employ any other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist the Company in the Chapter 11 Case on such terms as are deemed necessary, proper or desirable; and it is further

RESOLVED, that the Company will obtain benefits from: (a) the use of collateral, including cash collateral, as that term is defined in Section 363(a) of the Bankruptcy Code (the "Cash Collateral"), and (b) the incurrence of debtor-in-possession financing (the "DIP Financing") on the terms presented to the Board; and it is further

RESOLVED, that in order to use and obtain the benefits of the (a) DIP Financing and (b) Cash Collateral, and in accordance with Section 363 of the Bankruptcy Code, the Company will provide certain prepetition lenders with adequate protection, and will provide the lenders of the DIP Financing with additional security, as documented in proposed interim and final orders (the "DIP Orders") to be submitted for approval to the Bankruptcy Court; and it is further

RESOLVED, that the form, terms, and provisions of the DIP Financing and the DIP Orders to which the Company are, or will be subject, and the actions and transactions contemplated thereby are authorized, adopted, and approved, and the Authorized Signatories are, authorized and empowered, on behalf of and in the name of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Financing and the DIP Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Order and the DIP Financing the "DIP Documents"), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the Authorized Signatories executing the same shall approve, such approval to be conclusively evidenced by such Authorized Signatories' execution and delivery thereof; and it is further

RESOLVED, that the Authorized Signatories are authorized and directed, and each of them acting alone is authorized, directed, and empowered, on behalf of and in the name of the Company, as a debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the DIP Financing, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, fee letters, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents; (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the parties to the DIP Financing; and (c) such forms of account control agreements, lockbox agreements, landlord agreements, collateral access agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents; and it is further

RESOLVED, that the Authorized Signatories are authorized, directed, and empowered, on behalf of and in the name of the Company, to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Financing and all fees and expenses payable in connection with the DIP Financing and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, which shall in their sole judgment be necessary, proper, or advisable to perform the Company's obligations under or in connection with the DIP Order or any of the other DIP Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is further

RESOLVED, that the Authorized Signatories of the Company be, and each of them hereby are respectively authorized and empowered to cause the Company to enter into, execute, deliver, certify, file, record and/or perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other such documents and take any such actions as are, in their judgment, necessary, proper or desirable to prosecute the Chapter 11 Cases and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions.

2. **General.**

RESOLVED, that the Authorized Signatories of the Company be, and each of them hereby are, authorized and empowered for and on behalf of the Company, to (i) execute and deliver any and all applications, agreements, documents, instruments, and certificates; (ii) incur such costs and expenses; and (iii) do any and all acts and things that they deem, in the exercise of their discretion, necessary, desirable, or appropriate in connection with these resolutions, with the execution and delivery of such applications, agreements, documents, instruments, and certificates to constitute conclusive proof of the appropriateness of such

applications, agreements, documents, instruments, and certificates; and it is further

RESOLVED, that the Board hereby ratifies, approves, and confirms in all respects any and all actions taken on behalf of the Company by any officer, director, employee, agent, or attorney of, or acting on behalf of, the Company heretofore and in connection with the foregoing resolutions; and it is further

RESOLVED, that this unanimous consent may be executed in one or more counterparts, all of which together shall be deemed to be one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]



William Deacon

Mark Dimond

William Shen

CONSTITUTING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF HAWTHORNE FOOD
COMPANY

applications, agreements, documents, instruments, and
further

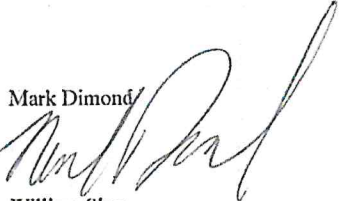
RESOLVED, that the Board hereby ratifies, approves, and confirms in all respects any and all actions taken on behalf of the Company by any officer, director, employee, agent, or attorney of, or acting on behalf of, the Company heretofore and in connection with the foregoing resolutions: and it is further

RESOLVED, that this unanimous consent may be executed in one or more counterparts, all of which together shall be deemed to be one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]□

William Deacon

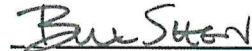
Mark Dimond


William Shen

CONSTITUTING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF HAWTHORNE FOOD
COMPANY

William Deacon

Mark Dimond



William Shen

CONSTITUTING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF HAWTHORNE FOOD
COMPANY

**United States Bankruptcy Court
District of Massachusetts**

In re Hawthorne Food Company

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Hawthorne Food Company in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Mondelez Global, LLC owns 22% of the Debtor's Common Stock

☐ None [Check if applicable]

October 18, 2024

Date



Signature of Attorney or Litigant
Counsel for Hawthorne Food Company
Ascendant Law Group, LLC
2 Dundee Park Drive
Suite 102
Andover, MA 01810
Fax:

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)

In re

HAWTHORNE FOOD COMPANY,

Debtor.

Chapter 11

Case No. _____

EXCLUDED
FOR
FILING

VERIFICATION OF CREDITOR MATRIX/LIST OF CREDITORS

The undersigned debtor(s) or attorney for the debtor(s) hereby verifies that the creditor matrix/list of creditors submitted herein is true and correct to the best of his or her knowledge.

Dated: October 18, 2024

Signed: _____

William Deacon
CEO

United States Bankruptcy Court
District of Massachusetts

In re Hawthorne Food Company

Debtor(s)

Case No.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
--	----------------	----------------------	------------------

(See attached)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 18, 2024

Signature

William Deacon
William Deacon

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series A Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Document

Page 15 of 40

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
PA-1	Series A Preferred	37,498	08/02/18	Mr. Sid, Inc.	Original Issue	N/A	(1)				
PA-2	Series A Preferred	56,247	08/29/18	2G LLC	Original Issue	N/A	(1)				
PA-3	Series A Preferred	74,996	08/29/18	Mark and Courtney Kagan	Original Issue	N/A	(1)				
PA-4	Series A Preferred	37,498	08/29/18	E. James and Mary Etta Kroesser	Original Issue	N/A	(1)				
PA-5	Series A Preferred	37,498	08/31/18	Eric R. Goldman and Jackie L. Goldman	Original Issue	N/A	(1)				
PA-6	Series A Preferred	11,249	09/13/18	H. Ernest Stone	Original Issue	N/A	(1)				
PA-7	Series A Preferred	11,249	09/13/18	Ben Richard	Original Issue	N/A	(1)				
PA-8	Series A Preferred	11,249	09/13/18	Maura Fitzsimmons	Original Issue	N/A	(1)				
PA-9	Series A Preferred	37,498	09/14/18	Abrams Family LLC	Original Issue	N/A	(1)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series A Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
PA-10	Series A Preferred	37,498	09/20/18	Alternate Side LLC	Original Issue	N/A	(1)				
PA-11	Series A Preferred	18,749	10/01/18	Curtis Frank	Original Issue	N/A	(1)				
PA-12	Series A Preferred	18,750	10/01/18	Bertram Wolff Holman	Original Issue	N/A	(1)				
PA-13	Series A Preferred	18,749	10/16/18	Michael Creamer	Original Issue	N/A	(1)				
PA-14	Series A Preferred	112,494	10/18/18	Marc and Mary Lou Seidner	Original Issue	N/A	(1)				
PA-15	Series A Preferred	18,749	10/23/18	Lawrence Z. Webman	Original Issue	N/A	(1)				
PA-16	Series A Preferred	18,749	10/18/18	Gerry Tice	Original Issue	N/A	(1)				
PA-17	Series A Preferred	18,749	10/29/18	Patricia Mary Sins	Original Issue	N/A	(1)				
PA-18	Series A Preferred	37,498	01/10/19	BANKW Investments, LLC	Original Issue	N/A	(1)				
PA-19	Series A Preferred	112,494	03/11/19	Breitman Investments LP	Original Issue	N/A	(1)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series A Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
	Total:	727,461									

(1) Issued in connection with offering of up to 750,000 shares of the Company's Series A Convertible Preferred Stock, at a purchase price of \$1.3334 per share, pursuant to the terms of a term sheet and Series A Convertible Preferred Subscription Agreement.

Document Page 17 of 40

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-1 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B1-1	Series B-1 Preferred	1,806,985	12/20/22	Mondelez Global LLC	Original Issue	N/A	\$6.7176 per share (1)				
B1-2	Series B-1 Preferred	36,140	12/20/22	Thomas and Heather M. Ford	Original Issue	N/A	\$6.7176 per share (1) (2)				
B1-3	Series B-1 Preferred	7,228	12/20/22	Peter Richardson	Original Issue	N/A	\$6.7176 per share (1) (3)				
B1-4	Series B-1 Preferred	14,456	12/20/22	David Kagan	Original Issue	N/A	\$6.7176 per share (1) (4)				
B1-5 Cancelled	Series B-1 Preferred	21,684	12/20/22	Greg Bruni	Original Issue	N/A	\$6.7176 per share (1) (5)	03/09/23	Hawthorne Food Company	B1-7	(7)
B1-6	Series B-1 Preferred	72,279	12/20/22	Salm Family Trust dated 8/1/2019	Original Issue	N/A	\$6.7176 per share (1) (6)				
B1-7 Treasury	Series B-1 Preferred	21,684	03/09/23	Hawthorne Food Company	Greg Bruni	B1-5	(7)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-1 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
	Total:	1,958,772									
	Less Treasury:	<21,684>									
	Total Outstanding:	1,937,088									

- (1) Issued in connection with the Company's offering of up to \$20.0 million of shares of Series B-1 Preferred Stock under the terms of a term sheet and that certain Series B Preferred Stock Purchase Agreement, dated December 20, 2022, between the Company and the investors named therein.
- (2) Exchange of Subordinated Term Note, dated September 20, 2022, in the principal amount of \$250,000.
- (3) Exchange of Subordinated Term Note, dated September 23, 2022, in the principal amount of \$50,000.
- (4) Exchange of Subordinated Term Note, dated October 20, 2022, in the principal amount of \$100,000.
- (5) Exchange of Subordinated Term Note, dated September 22, 2022, in the principal amount of \$150,000.
- (6) Exchange of Subordinated Term Note, dated September 20, 2022, in the principal amount of \$500,000.
- (7) The Company previously issued to Greg Bruni ("Bruni") a Subordinated Term Note, dated September 22, 2022 ("Note"). Pursuant to the terms of that certain Settlement Agreement and Release, dated March 9, 2023 (the "Agreement"), the Note was repaid by the Company to Bruni, provided, however, prior to the Effective Date (as defined in the Agreement), in connection with that certain Series B Preferred Stock Purchase Agreement, dated December 20, 2022, and that certain Subordinated Term Note Exchange letter agreement, of even date therewith, the Note converted into 21,684 shares of Series B-1 Preferred Stock (the "Shares"). To memorialize the understanding under the Agreement, effective as of the date of the Effective Date, Bruni sold, conveyed, assigned, and transferred the Shares to the Company.

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-1	Series B-2 Preferred	4,231	12/20/22	William and Linda Deacon	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-2	Series B-2 Preferred	1,911	12/20/22	William and Lauren Moran	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-3	Series B-2 Preferred	19,414	12/20/22	E. James and Mary Etta Kroesser	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-4	Series B-2 Preferred	19,468	12/20/22	Alternate Side LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-5	Series B-2 Preferred	19,317	12/20/22	Peter Richardson	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-6	Series B-2 Preferred	10,678	12/20/22	Sarah Kroesser Nichols and Chris Nichols	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-7	Series B-2 Preferred	19,903	12/20/22	Ground Squirrel Ventures, LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-8	Series B-2 Preferred	9,917	12/20/22	The John A. Tompkins Declaration of Trust	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-9	Series B-2 Preferred	4,970	12/20/22	Adam and Michelle Prychidny	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-10	Series B-2 Preferred	19,861	12/20/22	Eric and Catherine M. Patel	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-11	Series B-2 Preferred	9,860	12/20/22	Peter J. Burns	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-12	Series B-2 Preferred	4,922	12/20/22	Michael and Danielle Barraco	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-13	Series B-2 Preferred	40,934	12/20/22	Transform Capital I, L.P.	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-14	Series B-2 Preferred	57,178	12/20/22	Transform Capital II, L.P.	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-15	Series B-2 Preferred	49,056	12/20/22	Gratia Holdings No. 2, LLC	Original Issue	N/A	\$5,5341 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-16	Series B-2 Preferred	4,906	12/20/22	Kevin Krouse	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-17	Series B-2 Preferred	981	12/20/22	Arif Fazal	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-18	Series B-2 Preferred	29,423	12/20/22	Elson Family Trust dated 10/17/2013	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-19	Series B-2 Preferred	1,962	12/20/22	Aihui Ong	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-20	Series B-2 Preferred	98,077	12/20/22	Enlightened Access Capital 2 LLC	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-21	Series B-2 Preferred	1,962	12/20/22	Curt Fischer and Elizabeth Yin, as Trustees of the Finisher Trust dated January 4, 2019	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-22	Series B-2 Preferred	9,782	12/20/22	Josh Kelly Overbay	Original Issue	N/A	\$5,5341 per share (1) (2)				
B2-23	Series B-2 Preferred	146,543	12/20/22	Hamlin Arthur Group LLC	Original Issue	N/A	\$5,5341 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-24	Series B-2 Preferred	39,037	12/20/22	Matthew LaCasse	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-25	Series B-2 Preferred	97,574	12/20/22	LMS Ventures, L.P.	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-26	Series B-2 Preferred	97,436	12/20/22	Eastward Investors, LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-27	Series B-2 Preferred	291,995	12/20/22	Mondelez Global LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-28	Series B-2 Preferred	19,466	12/20/22	Jags Holdings LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-29	Series B-2 Preferred	19,466	12/20/22	A&J Popcorn Holdings, LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-30	Series B-2 Preferred	48,657	12/20/22	Propeller Capital, LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-31	Series B-2 Preferred	5,809	12/20/22	Timothy Buskey	Original Issue	N/A	\$5.5341 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-32	Series B-2 Preferred	96,517	12/20/22	AF Fund III, L.P.	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-33	Series B-2 Preferred	48,536	12/20/22	Thomas and Heather M. Ford	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-34	Series B-2 Preferred	2,912	12/20/22	David and Stephanie Kohn	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-35	Series B-2 Preferred	38,829	12/20/22	Janica Lane Living Trust	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-36	Series B-2 Preferred	3,883	12/20/22	William and Jill Tobin	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-37	Series B-2 Preferred	3,883	12/20/22	Thomas and Carol McGovern	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-38	Series B-2 Preferred	8,736	12/20/22	Jon J. Moses and Caroline Moses	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-39	Series B-2 Preferred	19,414	12/20/22	Ricks Family Ventures LLC	Original Issue	N/A	\$5.5341 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-2 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B2-40	Series B-2 Preferred	7,680	12/20/22	Jules Pieri and Andrew Beja	Original Issue	N/A	\$5.5341 per share (1) (2)				
B2-41	Series B-2 Preferred	27,091	12/20/22	Greg Bruni	Original Issue	N/A	\$5.5341 per share (1) (2)				
	Total:	1,462,177									

- (1) Issued in connection with the Company's offering of up to \$20.0 million of shares of Series B-2 Preferred Stock under the terms of a term sheet and that certain Series B Preferred Stock Purchase Agreement, dated December 20, 2022, between the Company and the investors named therein.
- (2) Conversion of Convertible Subordinated Promissory Note previously issued by the Company with a \$45.0 million pre-money valuation cap.

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-3 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B3-1	Series B-3 Preferred	39,908	12/20/22	Mark and Courtney Kagan	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-2	Series B-3 Preferred	75,098	12/20/22	2G LLC	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-3	Series B-3 Preferred	52,909	12/20/22	E. James and Mary Etta Kroesser	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-4	Series B-3 Preferred	79,753	12/20/22	Alternate Side LLC	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-5	Series B-3 Preferred	26,977	12/20/22	Christopher D. Strang	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-6	Series B-3 Preferred	13,416	12/20/22	Michael S. and Patricia M. Lucy	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-7	Series B-3 Preferred	26,798	12/20/22	Jonathan Janes	Original Issue	N/A	\$2.2938 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-3 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B3-8	Series B-3 Preferred	26,643	12/20/22	Thomas and Heather M. Ford	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-9	Series B-3 Preferred	13,319	12/20/22	Richard E. Libby Revocable Trust	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-10	Series B-3 Preferred	21,023	12/20/22	Judith F. Hanson	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-11	Series B-3 Preferred	23,589	12/20/22	Edward D. Dick	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-12	Series B-3 Preferred	26,626	12/20/22	Peter Richardson	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-13	Series B-3 Preferred	20,908	12/20/22	Christopher W. Dick	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-14	Series B-3 Preferred	13,301	12/20/22	Sarah Krosser Nichols and Chris Nichols	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-15	Series B-3 Preferred	78,904	12/20/22	Joshua A. Lutzker Revocable Trust	Original Issue	N/A	\$2.2938 per share (1) (2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Series B-3 Preferred Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
B3-16	Series B-3 Preferred	13,278	12/20/22	Kevin and Rosemarie Bottomley	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-17	Series B-3 Preferred	10,620	12/20/22	Leigh Holdings LLC	Original Issue	N/A	\$2.2938 per share (1) (2)				
B3-18	Series B-3 Preferred	5,290	12/20/22	David and Stephanie Kohn	Original Issue	N/A	\$2.2938 per share (1) (2)				
	Total:	568,360									

(1) Issued in connection with the Company's offering of up to \$20.0 million of shares of Series B-1 Preferred Stock, under the terms of a term sheet and that certain Series B Preferred Stock Purchase Agreement, dated December 20, 2022, between the Company and the investors named therein.

(2) Conversion of Convertible Subordinated Promissory Note previously issued by the Company with a \$12.0 million pre-money valuation cap.

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
1 Cancelled	Common Stock	153,000	06/05/18	Garrett Harker	Original Issue	N/A	(1)	10/01/18	Hawthorne Food Company (48,000 Shares)	26	(3)
2 Cancelled	Common Stock	229,500	06/05/18	Garrett Harker	Original Issue	N/A	(1)	10/01/18	Hawthorne Food Company (72,000 Shares)	26	(3)
3 Cancelled	Common Stock	306,000	06/05/18	Garrett Harker	Original Issue	N/A	(1)	10/01/18	Hawthorne Food Company (96,000 Shares)	26	(3)
4 Cancelled	Common Stock	382,500	06/05/18	Garrett Harker	Original Issue	N/A	(1)	10/01/18	Hawthorne Food Company (120,000 Shares)	26	(3)
									Garrett Harker (210,000 Shares)	29	
									Garrett Harker (262,500 Shares)	30	

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
5 Cancelled	Common Stock	459,000	06/05/18	Garrett Harker	Original Issue	N/A	(1)	10/01/18	Hawthorne Food Company (144,000 Shares)	26	(3)
6	Common Stock	49,500	06/05/18	William Deacon	Original Issue	N/A	(1)		Garrett Harker (315,000 Shares)	31	
7	Common Stock	74,250	06/05/18	William Deacon	Original Issue	N/A	(1)				
8	Common Stock	99,000	06/05/18	William Deacon	Original Issue	N/A	(1)				
9	Common Stock	123,750	06/05/18	William Deacon	Original Issue	N/A	(1)				
10	Common Stock	148,500	06/05/18	William Deacon	Original Issue	N/A	(1)				
11 Cancelled	Common Stock	49,500	06/05/18	Mark Dimond	Original Issue	N/A	(1)	12/08/22	William Deacon (12,500 Shares)	55	Transfer
12	Common Stock	74,250	06/05/18	Mark Dimond	Original Issue	N/A	(1)		Mark Dimond (37,000 Shares)	56	
13	Common Stock	99,000	06/05/18	Mark Dimond	Original Issue	N/A	(1)				
14	Common Stock	123,750	06/05/18	Mark Dimond	Original Issue	N/A	(1)				
15	Common Stock	148,500	06/05/18	Mark Dimond	Original Issue	N/A	(1)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
16 Cancelled	Common Stock	48,000	06/05/18	Mark Howell	Original Issue	N/A	(1)	12/03/20	Howell Family Trust 2/27/2004	40	Transfer
17 Cancelled	Common Stock	72,000	06/05/18	Mark Howell	Original Issue	N/A	(1)	05/27/20	Mark Howell (66,000 Shares)	32	(4)
18 Cancelled	Common Stock	96,000	06/05/18	Mark Howell	Original Issue	N/A	(1)	05/27/20	Hawthorne Food Company (6,000 Shares)	33	
19 Cancelled	Common Stock	120,000	06/05/18	Mark Howell	Original Issue	N/A	(1)	05/27/20	Hawthorne Food Company	33	(4)
20 Cancelled	Common Stock	144,000	06/05/18	Mark Howell	Original Issue	N/A	(1)	05/27/20	Hawthorne Food Company	33	(4)
21 Cancelled	Common Stock	48,000	10/01/18	Lauren Moran	Original Issue	N/A	(2)	12/09/21	William Deacon (12,500 Shares)	57	Transfer
22	Common Stock	72,000	10/01/18	Lauren Moran	Original Issue	N/A	(2)		Lauren Moran (35,500 Shares)	58	
23	Common Stock	96,000	10/01/18	Lauren Moran	Original Issue	N/A	(2)				
24	Common Stock	120,000	10/01/18	Lauren Moran	Original Issue	N/A	(2)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
25	Common Stock	144,000	10/01/18	Lauren Moran	Original Issue	N/A	(2)				
26 Treasury	Common Stock	480,000	10/01/18	Hawthorne Food Company	Garrett Harker	1 (48,000 Shares) ----- 2 (72,000 Shares) ----- 3 (96,000 Shares) ----- 4 (120,000 Shares) ----- 5 (144,000 Shares)	(3)				
27	Common Stock	105,000	10/01/18	Garrett Harker	Garrett Harker	1 (Balance following tender of 48,000 Shares to Company)	(3)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
28 Cancelled	Common Stock	157,500	10/01/18	Garrett Harker	Garrett Harker	2 (Balance following tender of 72,000 Shares to Company)	(3)	05/31/20	Garrett Harker (144,375 Shares)	34	(5)
29 Cancelled	Common Stock	210,000	10/01/18	Garrett Harker	Garrett Harker	3 (Balance following tender of 96,000 Shares to Company)	(3)	05/31/20	Hawthorne Food Company (13,125 Shares)	36	(5)
30 Cancelled	Common Stock	262,500	10/01/18	Garrett Harker	Garrett Harker	4 (Balance following tender of 120,000 Shares to Company)	(3)	05/31/20	Garrett Harker (262,125 Shares)	35	(5)
									Hawthorne Food Company (375 Shares)	36	

Document Page 33 of 40

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
31 Cancelled	Common Stock	315,000	10/01/18	Garrett Harker	Garrett Harker	5 (Balance following tender of 144,000 Shares to Company)	(3)	05/31/20	Hawthorne Food Company	36	(5)
32 Cancelled	Common Stock	66,000	05/27/20	Mark Howell	Mark Howell	17	(4)	12/03/20	Howell Family Trust 2/27/2004	40	Transfer
33 Treasury	Common Stock	366,000	05/27/20	Hawthorne Food Company	Mark Howell	17-20	(4)				
34	Common Stock	144,375	05/31/20	Garrett Harker	Garrett Harker	28	(5)				
35	Common Stock	472,125	05/31/20	Garrett Harker	Garrett Harker	29 (210,000 Shares) ----- 30 (262,125 Shares)	(5)				

Document Page 34 of 40

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
36 Treasury	Common Stock	328,500	05/31/20	Hawthorne Food Company	Garrett Harker	28 (13,125 Shares) ----- 30 (375 Shares) ----- 31 (315,000 Shares)	(5)				
37	Common Stock	226,500	05/31/20	William Deacon	Original Issue	N/A	(6)				
38	Common Stock	226,500	05/31/20	Mark Dimond	Original Issue	N/A	(6)				
39	Common Stock	241,500	05/31/20	Lauren Moran	Original Issue	N/A	(6)				
40	Common Stock	114,000	12/03/20	Howell Family Trust 2/27/2004	Mark Howell	16 48,000 shares ----- 32 66,000 shares	Transfer				
41	Common Stock	31,298	02/10/21	Ricks Family Ventures LLC	Original Issue	N/A	\$0.639 per share (7)				
42	Common Stock	15,648	10/19/21	2G LLC	Original Issue	N/A	\$0.639 per share (8)				

AUTHORIZED TO ISSUE 15,000,000 SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE,
 AND 10,000,000 SHARES OF PREFERRED STOCK, \$0.0001 PAR VALUE PER SHARE,
 OF WHICH 4,000,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-1 PREFERRED STOCK,
 1,500,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-2 PREFERRED STOCK,
 580,000 SHARES HAVE BEEN DESIGNATED AS SERIES B-3 PREFERRED STOCK, AND
 727,461 SHARES HAVE BEEN DESIGNATED AS SERIES A PREFERRED STOCK

Common Stock Ledger

NAME OF CORPORATION: HAWTHORNE FOOD COMPANY

Cert No.	Class	No. of Shares	Date Issued	Stockholder's Name	From Whom Transferred	Old Cert. No.	Consideration Paid	Date Transferred	To Whom Transferred	New Cert. No.	Remarks
43	Common Stock	7,824	10/29/21	BankW Investments, LLC	Original Issue	N/A	\$0.639 per share (9)				
44	Common Stock	3,130	10/29/21	Bruce and Theresa Reed	Original Issue	N/A	\$0.639 per share (10)				
45	Common Stock	15,649	10/31/21	E. Herrick Nominee Trust	Original Issue	N/A	\$0.639 per share (11)				
46	Common Stock	7,824	10/31/21	Eric J Gregg Revocable Trust	Original Issue	N/A	\$0.639 per share (12)				
47	Common Stock	3,912	10/31/21	Cyrus W Gregg Trust	Original Issue	N/A	\$0.639 per share (13)				
48	Common Stock	15,648	12/24/21	Eric J Gregg Revocable Trust	Original Issue	N/A	\$0.639 per share (14)				
49	Common Stock	27,386	12/24/21	E. Herrick Nominee Trust	Original Issue	N/A	\$0.639 per share (15)				
50	Common Stock	3,912	12/24/21	Cyrus W Gregg Revocable Trust	Original Issue	N/A	\$0.639 per share (16)				
51	Common Stock	3,912	12/27/21	James I. Horne	Original Issue	N/A	\$0.639 per share (17)				
52	Common Stock	15,649	10/28/21	David Kagan	Original Issue	N/A	\$0.639 per share (18)				

- (1) Pursuant to Restricted Stock Purchase Agreement, dated June 5, 2018, between the Company and the Stockholder.
- (2) Pursuant to Restricted Stock Purchase Agreement, dated October 1, 2018, between the Company and the Stockholder.
- (3) Mr. Harker and the Company entered that certain Restricted Stock Repurchase Agreement, dated June 5, 2018, pursuant to which Mr. Harker purchased 1,530,000 shares of common stock from the Company (the "Original Shares"). On October 1, 2018, Mr. Harker voluntarily tendered an aggregate of 480,000 of the Original Shares back to the Company. The remaining 1,050,000 shares of common stock (the "Remaining Shares") held by Mr. Harker shall vest pursuant to the terms of that certain First Amendment to Restricted Stock Purchase Agreement, dated October 1, 2018, between the Company and Mr. Harker.
- (4) Mr. Howell resigned as a service provider effective as of May 1, 2020. Pursuant to Article V of that certain Restricted Stock Purchase Agreement, dated June 5, 2018, between the Company and Mr. Howell, the Company exercised its Unvested Share Repurchase Right to repurchase 366,000 Unvested Shares at a price of \$0.0001 per share.
- (5) On May 31, 2020, Mr. Harker voluntarily tendered an aggregate of 328,500 of the Remaining Shares back to the Company. See Footnote 3 above. The remaining 721,500 shares of common stock held by Mr. Harker shall vest pursuant to the terms of that certain Second Amendment to Restricted Stock Purchase Agreement, dated May 31, 2020, between the Company and Mr. Harker.
- (6) Pursuant to Restricted Stock Purchase Agreement, dated May 31, 2020, between the Company and the Stockholder.
- (7) Exercise of warrants to purchase (i) 15,649 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-25, dated December 7, 2020, and (ii) 15,649 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-33, dated December 28, 2020.
- (8) Exercise of warrants to purchase (i) 7,824 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-5, dated October 1, 2020, and (ii) 7,824 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-28, dated December 8, 2020.
- (9) Exercise of warrants to purchase 7,824 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-6, dated October 1, 2020.
- (10) Exercise of warrants to purchase 3,132 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-24, dated December 7, 2020.
- (11) Exercise of warrants to purchase 15,649 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-3, dated October 1, 2020.
- (12) Exercise of warrants to purchase 7,824 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-4, dated October 1, 2020.
- (13) Exercise of warrants to purchase 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-8, dated October 1, 2020.
- (14) Exercise of warrants to purchase (i) 7,824 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-13, dated October 14, 2020, (ii) 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-26, dated December 7, 2020, and (iii) 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-31, dated December 24, 2020.
- (15) Exercise of warrants to purchase (i) 19,562 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-16, dated October 22, 2020, (ii) 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-27, dated December 7, 2020, and (iii) 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-32, dated December 24, 2020.
- (16) Exercise of warrants to purchase 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-14, dated October 15, 2020.
- (17) Exercise of warrants to purchase 3,912 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-17, dated November 18, 2020.
- (18) Exercise of warrants to purchase 15,649 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-11, dated October 1, 2020.
- (19) Exercise of warrants to purchase 15,649 shares of Common Stock pursuant to Warrant for the Purchase of Shares of Common Stock No. CW-12, dated October 1, 2020.

Fill in this information to identify the case:

Debtor name Hawthorne Food Company
 United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Beaver Group 411 Waverley Oaks Rd. Suite 340 Waltham, MA 02452		Trade debt				\$258,756.69
Caruso 3465 Hauck Rd. Cincinnati, OH 45241		Trade debt				\$123,432.71
Core X (RLS) Rt. 73 South Mount Laurel, NJ 08054		Trade debt				\$150,232.38
Coyote Logistics Po Box 742636 Atlanta, GA 30374		Trade debt				\$144,995.12
DHL 12868 Collections Center Dr. Chicago, IL 60693-2868		Trade debt				\$340,101.57
Ditsch 311 Northland Blvd Cincinnati, OH 45246		Trade debt				\$4,471,891.76
Duffy Properties 425 Waverley Oaks Rd. Suite 206 Waltham, MA 02452		Trade debt				\$172,137.76
FedEx PO Box 371461 Pittsburgh, PA 15250-7416		Trade debt				\$728,227.37
Google 160 Amphitheater Pkwy, Mountain View, CA 94043		Trade debt				\$862,382.34

Debtor Hawthorne Food Company
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Learnfield PO Box 843038 Kansas City, MO 64184		Trade debt				\$89,900.00
LogiWorld 56 Pembroke Woods Dr. Pembroke, MA 02359		Trade debt				\$111,217.58
Nixon Peabody LLP 1300 Clinton Sq. Rochester, NY 14604		Legal Fees				\$110,196.15
PFS 185 Progress Place Cincinnati, OH 45246		Trade debt				\$79,063.21
Propeller Industries 1 World Trade Center, Floor 21, 285 Fulton St. New York, NY 10007		Trade debt				\$110,653.44
SourcePak 19 Alexander Rd. Suite 5 Billerica, MA 01821		Trade debt				\$380,084.86
UPS PO Box 650116 Dallas, TX 75265-0116		Trade debt				\$442,780.08
Weiss Brown 6263 N. Scottsdale Rd. Suite 340 Scottsdale, AZ 85250		Legal Fees				\$370,513.50
Wyse Advisors 51 JFK Parkway Short Hills, NJ 07078		Trade debt				\$260,000.00
Xperience Marketing 26070 Towne Centre Dr., Suite 100 Foothill Ranch, CA 92610		Trade debt				\$107,276.09
Zartran Logistics 15950 N Dallas Pkwy Dallas, TX 75248		Trade debt				\$82,938.56